

BROWN RUDNICK BERLACK ISRAELS LLP
Andrew Dash (AD-7913)
Peter Adelman (PA-1562)
John J.W. Inkeles (JI-1632)
Seven Times Square
New York, New York 10036
(212) 209-4800
(212) 209-4801 (fax)

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
AMERICAN STEAMSHIP OWNERS MUTUAL	:
PROTECTION AND INDEMNITY	:
ASSOCIATION, INC.,	:
	:
Plaintiff,	:
	:
ECF CASE	:
– against –	:
	:
ALCOA STEAMSHIP CO., INC., <u>et al.</u> ,	:
	:
Defendants.	:
-----X	

AFFIDAVIT OF PETER ADELMAN

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Peter Adelman, being duly sworn, deposes and says as follows:

1. I am a member of the bar of this Court and an associate of Brown Rudnick Berlack Israels LLP, counsel to defendant Farrell Lines, Inc. ("Farrell"). I submit this affidavit in support of Farrell's opposition to Plaintiff's Motion for Protective Order and Order Compelling Production of Documents. I have personal knowledge of the matters set forth herein.

2. On April 15, 2005, in response to discovery requests propounded by plaintiff American Steamship Owners Mutual Protection and Indemnity Association, Inc. (the "American Club"), Farrell inadvertently produced two letters prepared by Lawrence J. Bowles, counsel to the American Club. Farrell possessed these letters (the "Bowles Letters") because the American Club provided them to Robert Agresti, Farrell's Executive Vice President, during his tenure as a member of the American Club's board of directors. Farrell's disclosure of the Bowles Letters was made to the counsel for the seven co-defendants who requested copies of Farrell's production. Farrell made its production available in CD-ROM format.

3. Farrell became aware of the inadvertent disclosure of the Bowles Letters on April 26, 2005, when an attorney representing certain of Farrell's co-defendants, and one of the recipients of Farrell's production, noted that Farrell had included the Bowles Letters on its production CD ROM, and so notified my colleague, Andrew Dash.

4. On April 27, 2005, my colleague John Inkeles sent Mr. Bowles a letter disclosing the inadvertent production. He informed Mr. Bowles that Farrell would withdraw immediately the Bowles Letters from Farrell's document production, subject to Farrell's right to challenge whether the Bowles Letters were, in fact, subject to the attorney-client privilege asserted by Mr. Bowles. By copy of this letter, Mr. Inkeles asked each co-defendant that received the Bowles Letters to destroy all copies of those documents. A true and correct copy of Mr. Inkeles's April 27, 2005 letter is appended hereto as Exhibit A.

5. On May 6, 2005, Mr. Inkeles sent a second letter to Mr. Bowles requesting that Mr. Bowles return the original CD ROM produced by Farrell, and enclosing a replacement CD-ROM that excluded the Bowles Letters. Mr. Inkeles again reserved Farrell's right to challenge the status of the Bowles Letters as attorney-client privileged. By copy of this letter, Mr. Inkeles asked each co-defendant that received the Bowles Letters to return any copies of the CD ROM to Farrell. A true and correct copy of Mr. Inkeles's May 6, 2005 letter is appended hereto as Exhibit B.

6. Counsel for each of the seven recipients of Farrell's production subsequently represented to attorneys at my firm that each recipient had either returned, destroyed, or sequestered its copies of Farrell's original production CD ROM. Counsel to six of those recipients, Alissa C. Malone, Robert O'Hare, Stacy Saiontz, Dora Straus, Nora Nellis, and Steven Frenkel, represented that they had not reviewed the Bowles Letters.

s/ Peter Adelman
Peter Adelman

Sworn to before me this
10th day of June, 2005

/s Amy Cunningham
Notary Public

No. 01CU6004605
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 23, 2006

EXHIBIT A

**BROWN
RUDNICK
BERLACK
ISRAELS LLP**

John J. W. Inkeles
direct dial: 212.209.4881
jinkeles@brownrudnick.com

April 27, 2005

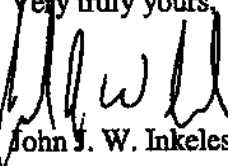
VIA Electronic Mail

Lawrence J. Bowles
One Exchange Plaza
55 Broadway
New York, NY 10006-3030

**RE: American Steamship Owners Mutual Protection and Indemnity Association, Inc. v.
Alcoa, et al. 04-CV-4309 (LAK)**

Dear Mr. Bowles:

It has come to our attention that in its most recent production of documents Farrell inadvertently produced two documents – FAR 03435 through FAR 03449 and FAR 02997 through FAR 03007 – that you claim are subject to an attorney/client privilege possessed by the Club. While Farrell reserves all rights to challenge this assertion of privilege at a later date, should it deem it appropriate to do so, we hereby withdraw these documents from Farrell's production and ask that you and each co-defendant that received a copy of Farrell's production destroy all copies of these documents.

Very truly yours,

John J. W. Inkeles

cc: All counsel of record (via electronic mail)

120 West 45th Street
New York, New York 10036
212.704.0100
fax 212.704.0196
www.brownrudnick.com

Boston | Dublin | Hartford | London | Providence

EXHIBIT B



John J. W. Inkeles
direct dial: 212.209.4861
jinkeles@brownrudnick.com

May 6, 2005

VIA Federal Express

Lawrence J. Bowles
One Exchange Plaza
55 Broadway
New York, NY 10006-3030

RE: **American Steamship Owners Mutual Protection and Indemnity Association, Inc. v. Alcoa, et al. 04-CV-4309 (LAK)**

Dear Mr. Bowles;

In furtherance of my letter dated April 27, 2005, I hereby request that you return any CDs and copies of those CDs that were produced by Farrell on or about April 15, 2005. Enclosed are CDs which omit the disputed documents -- FAR 03435 through FAR 03449 and FAR 02997 through FAR 03007. Please be advised that the Club claims that these documents are subject to an attorney/client privilege possessed by the Club and that notwithstanding our request that you return these CDs, Farrell reserves all rights to challenge this assertion of privilege at a later date, should it deem it appropriate to do so. By copy of this letter, I am requesting that all counsel who received these CDs promptly return them along with any copies of the CDs they might have made.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'J. W. Inkeles', written over a horizontal line.

John J. W. Inkeles

cc: All counsel of record (via electronic mail)

120 West 45th Street
New York, New York 10036
212.704.0100
fax 212.704.0196
www.brownrudnick.com

Boston | Dublin | Hartford | London | Providence

Andrew S. Dash (AD-7913)
 Peter Adelman (PA-1562)
 Brown Rudnick Berlack Israels LLP
 Seven Times Square
 New York, New York 10036
 (212) 704-0100
 Attorneys for Farrell Lines, Inc.

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----X		
AMERICAN STEAMSHIP OWNERS MUTUAL PROTECTION AND INDEMNITY ASSOCIATION, INC.,	:	04-CV-04309 (LAK) (FM) ECF Case
	:	
	:	
Plaintiff,	:	
	:	
– against –	:	
	:	
ALCOA STEAMSHIP CO., INC., et al.,	:	
	:	
	:	
Defendants.	:	
-----X		

Certificate of Service

I, PETER ADELMAN, an attorney with the law firm Brown Rudnick Berlack Israels LLP, hereby certify that, on June 10, 2005, I caused true and correct copies of the Affidavit of Peter Adelman in Support of Farrell Lines Inc.'s Opposition to Plaintiff's Motion for Protective Order and Order Compelling Production of Documents to be served by First Class Mail, postage pre-paid, to all listed on Exhibit A.

By: /s/ Peter Adelman
 Peter Adelman

Dated: June 10, 2005

EXHIBIT A

Donald I. Stauber
Counsel for Bessemer Securities Corp.
as Successor to Grosvenor-Dale Co., Inc.
Chadbourn & Parke LLP
30 Rockefeller Plaza
New York, NY 10112

Coastal Carriers Inc.
c/o Clayton Ragas
216 Ft. Jackson Street
Belle Chasse, LA 70037
Dillingham Construction World
Headquarters
1020 Serpentine Lane, Suite 110
Pleasanton, CA 94566

Dillingham Construction Corporation
1020 Serpentine Lane, Suite 110
Pleasanton, CA 94566

Offshore Express Inc.
438 Menard Road
P.O. Box 2666
Houma, LA 70361

Oglebay Norton, as Successor to
Columbia Steamship Company Inc.
North Point Tower
1001 Lakeside Ave., 15th Floor
Cleveland, OH 44114
Garden City, NY 11530

Resolve Maritime Corporation
c/o Charles Lea Hume
25 W. Flagler Street
5th Floor, City National Bank Building
Miami, FL 33130
Aremar C.I.F.S.A.
Viamonte 494
9 Piso
1053 Buenos Aires, Argentina